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WILLIAM L. TWOMEY  
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April 25, 1996

**VIA OVERNIGHT EXPRESS**

Thomas A. Overturf  
McDonnell Douglas Realty Company  
4060 Lakewood Boulevard, 6th Floor  
Long Beach, California 90808-1700

Re: Grant Deed for Torrance Property

Dear Tom:

Enclosed as you requested is a Grant Deed which can be used to complete the transfer of the 170-acre parcel in Torrance from MDC to MDRC. George Bull at Chicago Title Company has confirmed that the legal description correctly covers the entire property. Also enclosed is a Preliminary Change of Ownership Report which should be filed with the Deed. That Report, in the attached completed form, has been sufficient in prior transactions to avoid any reassessment of property. Similarly, the description on the Deed explaining the lack of documentary transfer taxes has sufficed to avoid any documentary taxes. The recorder and assessor can be capricious in these matters, however, so we may need to provide some additional backup to prove MDC's 100% stock ownership in MDRC.

Once the documents are signed, please send them to George Bull who will see to the recording. Please call me if you need any further help.

Regards,



Jay F. Palchikoff

JFP/mer  
Enclosure

Order No.  
Escrow No.  
Loan No.

WHEN RECORDED MAIL TO:

McDonnell Douglas Realty Company  
4060 Lakewood Boulevard  
6th Floor  
Long Beach, CA 90808-1700  
Attention: Stephen J. Barker

DOCUMENTARY TRANSFER TAX \$ 00.00\*

SPACE ABOVE THIS LINE FOR RECORDER'S USE

.....Computed on the consideration or value of property conveyed; OR  
.....Computed on the consideration or value less liens or encumbrances  
remaining at time of sale.

Signature of Declarant or Agent determining tax - Firm Name

## GRANT DEED

FOR A VALUABLE CONSIDERATION, receipt of which is hereby acknowledged,

**McDONNELL DOUGLAS CORPORATION, a Maryland corporation,**

hereby GRANT(S) to

**McDONNELL DOUGLAS REALTY COMPANY, a California corporation,**

the real property in the City of Los Angeles, County of Los Angeles, State of California, described as

SEE EXHIBIT A ATTACHED HERETO AND BY THIS REFERENCE INCORPORATED HEREIN.

\*The Grantor and the Grantee are comprised of the same parties who continue to hold the same proportionate interest in the property (transfer to 100% owned subsidiary). R&T 11923(d).

Dated \_\_\_\_\_, 1996

McDONNELL DOUGLAS CORPORATION, a Maryland corporation

STATE OF CALIFORNIA  
COUNTY OF \_\_\_\_\_

}  
}ss  
}

By: \_\_\_\_\_

On \_\_\_\_\_ before me,  
personally appeared \_\_\_\_\_,

By: \_\_\_\_\_

personally known to me (or proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s) or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

Signature \_\_\_\_\_

MAIL TAX STATEMENTS TO: ADDRESS ABOVE.

(This area for official notarial seal)

## DESCRIPTION

THAT PORTION OF RANCHO SAN PEDRO, IN THE CITY OF LOS ANGELES, COUNTY OF LOS ANGELES, STATE OF CALIFORNIA, DESCRIBED AS FOLLOWS:

BEGINNING AT A POINT IN THE WEST LINE OF THE 50-FOOT RIGHT-OF-WAY OF THE PACIFIC ELECTRIC RAILWAY COMPANY ADJOINING NORMANDIE AVENUE ON THE WEST, DISTANT NORTHERLY 780 FEET MEASURED AT RIGHT ANGLES FROM THE EASTERLY PROLONGATION OF THE NORTHERLY LINE OF LOT 9 IN BLOCK 72 OF TRACT NO. 4983, IN THE CITY OF LOS ANGELES, COUNTY OF LOS ANGELES, STATE OF CALIFORNIA, AS PER MAP RECORDED IN BOOK 58 PAGES 80, ET SEQ., OF MAPS, IN THE OFFICE OF THE COUNTY RECORDER OF SAID LOS ANGELES COUNTY, AS DESCRIBED IN THAT CERTAIN DEED TO THE UNITED STATES OF AMERICA, RECORDED AS DOCUMENT NO. 1720 IN BOOK 40472 PAGE 23 OF OFFICIAL RECORDS, OF SAID LOS ANGELES COUNTY; THENCE WESTERLY ALONG THE LINE DESCRIBED IN PARCEL "A" OF SAID DEED RECORDED IN BOOK 40472 PAGE 23, OFFICIAL RECORDS, PARALLEL WITH THE NORTH LINE OF SAID LOT 9 AND ITS PROLONGATIONS, 1050 FEET; THENCE SOUTH 0 DEGREES 02 MINUTES 40 SECONDS EAST ALONG THE LINE DESCRIBED IN SAID PARCEL "A", 780 FEET; THENCE NORTH 89 DEGREES 59 MINUTES 31 SECONDS WEST ALONG THE LINE DESCRIBED IN SAID PARCEL "A" 1887.60 FEET TO THE EASTERLY LINE OF WESTERN AVENUE, 80 FEET WIDE, AS SHOWN ON RIGHT-OF-WAY, FILED IN BOOK 52 PAGE 47 OF RECORD OF SURVEYS OF SAID LOS ANGELES COUNTY; THENCE NORTH 0 DEGREES 22 MINUTES 04 SECONDS WEST 1230.35 FEET ALONG SAID EASTERLY LINE OF WESTERN AVENUE TO THE SOUTHWESTERN TERMINUS OF THAT CERTAIN COURSE DESCRIBED IN PARCEL NO. 1 OF THE QUITCLAIM DEED OF HARVEY ALUMINUM, INC., RECORDED IN BOOK D-586 PAGE 796, OFFICIAL RECORDS OF SAID LOS ANGELES COUNTY, HAVING A BEARING OF SOUTH 89 DEGREES 37 MINUTES 56 SECONDS WEST AND A DISTANCE OF 10.00 FEET; THENCE NORTH 89 DEGREES 37 MINUTES 56 SECONDS EAST 10.00 FEET; THENCE CONTINUING ALONG THE LINE DESCRIBED IN PARCEL NO. 1 OF SAID DEED, RECORDED IN BOOK D-586 PAGE 796 OF SAID OFFICIAL RECORDS, SOUTH 0 DEGREES 22 MINUTES 04 SECONDS EAST 172.51 FEET; THENCE NORTH 89 DEGREES 37 MINUTES 56 SECONDS EAST 6.55 FEET; THENCE SOUTH 0 DEGREES 22 MINUTES 04 SECONDS EAST 84.12 FEET; THENCE SOUTH 45 DEGREES 11 MINUTES 14 SECONDS EAST 158.41 FEET; THENCE NORTH 89 DEGREES 59 MINUTES 41 SECONDS EAST 960.03 FEET TO THE SOUTHWEST CORNER OF PARCEL 2 OF SAID QUITCLAIM DEED, RECORDED IN BOOK D-586 PAGE 796, OFFICIAL RECORDS; THENCE NORTH 89 DEGREES 58 MINUTES 11 SECONDS EAST ALONG THE SOUTHERLY LINE OF SAID PARCEL NO. 2, 33.60 FEET; THENCE ALONG THE EASTERLY LINE OF SAID PARCEL NO. 2, NORTH 0 DEGREES 02 MINUTES 12 SECONDS WEST 2731.90 FEET TO THE BEGINNING OF A TANGENT CURVE CONCAVE SOUTHEASTERLY, HAVING A RADIUS OF 403.00 FEET; THENCE NORTHEASTERLY ALONG THE ARC OF SAID CURVE THROUGH A CENTRAL ANGLE OF 39 DEGREES 15 MINUTES 34 SECONDS, A DISTANCE OF 276.14 FEET TO A POINT, A RADIAL LEAVING SAID CURVE, NORTH 50 DEGREES 56 MINUTES 38 SECONDS WEST; THENCE NORTH 0 DEGREES 02 MINUTES 44 SECONDS WEST 161.13 FEET TO A POINT IN THE SOUTHERLY LINE OF 190TH STREET, 66 FEET WIDE, AS SHOWN IN BOOK 52 PAGE 47 OF RECORD OF SURVEYS OF SAID LOS ANGELES COUNTY, SAID POINT BEING THE NORTHEASTERLY CORNER OF PARCEL NO. 2 OF SAID QUITCLAIM DEED, RECORDED IN BOOK D-586 PAGE 796, OFFICIAL RECORDS; THENCE ALONG THE SOUTHERLY LINE OF 190TH STREET, NORTH 89 DEGREES 56 MINUTES 46 SECONDS EAST 1729.56 FEET TO AN INTERSECTION WITH THE WESTERLY LINE OF SAID FIRST-MENTIONED 50-FOOT RIGHT-OF-WAY OF THE PACIFIC ELECTRIC RAILWAY COMPANY; THENCE ALONG SAID WESTERLY LINE OF SAID 50-FOOT RIGHT-OF-WAY, SOUTH 0 DEGREES 02 MINUTES 40 SECONDS EAST 3232.35 FEET TO THE POINT OF BEGINNING.

EXHIBIT "A"

# PRELIMINARY CHANGE OF OWNERSHIP REPORT

(To be completed by transferee (buyer) prior to transfer of subject property in accordance with Section 480.3 of the Revenue and Taxation Code.)

THIS REPORT IS NOT A PUBLIC DOCUMENT

SELLER/TRANSFEROR: McDonnell Douglas Corporation  
BUYER/TRANSFeree: McDonnell Douglas Realty Company

ASSESSOR'S PARCEL NUMBER(S):

PROPERTY ADDRESS OR LOCATION: 190th Street and Normandie Ave, City of Los Angeles (See Exhibit A)

MAIL TAX INFORMATION TO: Name Stephen J. Barker  
Address McDonnell Douglas Realty Company  
4060 Lakewood Blvd., 6th Floor  
Long Beach, CA 90808-1700

FOR RECORDER'S USE ONLY

A Preliminary Change in Ownership Report must be filed with each conveyance in the County Recorder's office for the county where the property is located; this particular form may be used in all 58 counties of California.

The property which you acquired may be subject to a supplemental assessment in an amount to be determined by the \_\_\_\_\_ County Assessor. For further information on your supplemental roll obligation, please call the \_\_\_\_\_ County Assessor at \_\_\_\_\_

## PART I: TRANSFER INFORMATION

Please answer all questions.

- | YES                      | NO                                  |  |
|--------------------------|-------------------------------------|--|
| <input type="checkbox"/> | <input checked="" type="checkbox"/> | A. Is this transfer solely between husband and wife? (Addition of a spouse, death of a spouse, divorce settlement, etc)                            |
| <input type="checkbox"/> | <input checked="" type="checkbox"/> | B. Is this transaction only a correction of the name(s) of the person(s) holding title to the property? (For example, a name change upon marriage) |
| <input type="checkbox"/> | <input checked="" type="checkbox"/> | C. Is this document recorded to create, terminate, or reconvey a lender's interest in the property?  |
| <input type="checkbox"/> | <input checked="" type="checkbox"/> | D. Is this transaction recorded only to create, terminate, or reconvey a security interest (e.g., cosigner)?                                       |
| <input type="checkbox"/> | <input checked="" type="checkbox"/> | E. Is this document recorded to substitute a trustee under a deed of trust, mortgage, or other similar document?                                   |
| <input type="checkbox"/> | <input checked="" type="checkbox"/> | F. Did this transfer result in the creation of a joint tenancy in which the seller (transferor) remains as one of the joint tenants?               |
| <input type="checkbox"/> | <input checked="" type="checkbox"/> | G. Does this transfer return property to the person who created the joint tenancy (original transferor)?   |
| <input type="checkbox"/> | <input checked="" type="checkbox"/> | H. Is this transfer of property:   |
| <input type="checkbox"/> | <input checked="" type="checkbox"/> | 1. to a trust for the benefit of the grantor, or grantor's spouse?   |
| <input type="checkbox"/> | <input checked="" type="checkbox"/> | 2. to a trust revocable by the transferor?   |
| <input type="checkbox"/> | <input checked="" type="checkbox"/> | 3. to a trust from which the property reverts to the grantor within 12 years?  |
| <input type="checkbox"/> | <input checked="" type="checkbox"/> | I. If this property is subject to a lease, is the remaining lease term 35 years or more including written options?                                 |
| <input type="checkbox"/> | <input checked="" type="checkbox"/> | J. Is this a transfer from parents to children or from children to parents?  |
| <input type="checkbox"/> | <input checked="" type="checkbox"/> | K. Is this transaction to replace a principal residence by a person 55 years of age or older?  |

If you checked yes to J or K, an applicable claim form must be filed with the County Assessor.

Please provide any other information that would help the Assessor to understand the nature of the transfer.

Transfer exempt from "change of ownership" under R & T Section 62(a)(2) as transfer to 100% owned subsidiary.

IF YOU HAVE ANSWERED "YES" TO ANY OF THE ABOVE QUESTIONS EXCEPT J or K, PLEASE SIGN AND DATE, OTHERWISE COMPLETE BALANCE OF THE FORM.

## PART II: OTHER TRANSFER INFORMATION

- A. Date of transfer if other than recording date \_\_\_\_\_
- B. Type of transfer. Please check appropriate box.
- |  |  |   |  |  |
|--|--|---|--|--|
| <input type="checkbox"/> Purchase                                  | <input type="checkbox"/> Foreclosure   | <input type="checkbox"/> Gift                   | <input type="checkbox"/> Trade or Exchange | <input type="checkbox"/> Merger, Stock, or Partnership Acquisition |
| <input type="checkbox"/> Contract of Sale — Date of Contract _____ |  |   |  |  |
| <input type="checkbox"/> Inheritance — Date of Death _____         | <input checked="" type="checkbox"/> Other: Please explain: Transfer to 100% owned subsidiary |   |  |  |
| <input type="checkbox"/> Creation of a Lease;                      | <input type="checkbox"/> Assignment of a Lease;  | <input type="checkbox"/> Termination of a Lease |  |  |
| Date lease began _____   |  |   |  |  |
| Original term in years (including written options) _____           |  |   |  |  |
| Remaining term in years (including written options) _____          |  |   |  |  |
- C. Was only a partial interest in the property transferred? ☐ Yes ☐ No
- If yes, indicate the percentage transferred \_\_\_\_\_ %.

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EXHIBIT "A"

# MDRC GREENSHEET

6-10-96

## SUBJECT: DISPOSITION OF TORRANCE FACILITIES/DAC TO MDRC

	APPROVAL	DATE	REMARKS
R	Tom Overturf	6.10.96	
O	Steve Vogeding	6/10/96	
U	Tom Motherway	6/11/96	
T	Steve Bisset	6/11/96	1) WITH THIS NOV 97 SCHEDULE ASSOCIATED RELOCATION COSTS 7.5m + (Rough 2 Feb 1996
I	Mike Cave	6/11/96	2) MDC 16-17 should sign off
N	John Van Gels	6-11-96	MBA/CIT + Prod. Surveys also done Should sign - NOV 97 BASED ON MTR & Study of
G	Mike Sears		WATER TOWER VS- MTR WH
	Dan Summers		
	Steve Frank		
	Bob Brand		
	Jim Palmer		

1. An analysis prepared by MDC-HQ recommends that DAC vacate the Torrance facility by the end of 1997 to allow for the sale of the first 40 acres of the property. The report indicates that moving out of Torrance is substantially more cost effective than remaining. The analysis indicates a NPV saving of \$45M.
2. In order for MDRC to sell the first 40 acres, this greensheet authorizes DAC to transfer the whole facility to MDRC at NBV. This transfer should occur no later than July 1, 1996.
3. DAC agrees to vacate all tenants/organizations from the Torrance facilities; the first 40 acres by August 1996 and the balance by current target date of November 1997 (including removal of remaining DAC equipment and personnel by December 31, 1997) which could be delayed by mutual consent to effect MDC savings. DAC agrees to pay any penalties incurred by MDRC as a result of any failure to meet these deadlines.
4. MDRC will charge DAC rent for space occupied at Torrance until DAC vacates the facilities at a rate equal to depreciation of the facilities occupied as well as property and related taxes, with other ownership and operating costs of buildings occupied by DAC or their tenants borne by DAC/tenants. Taxes & utilities for the 40 acre parcel vacated by DAC shall be borne by MDRC on a prorata basis.
5. MDRC will incur costs necessary to hold and prepare the property for sale, including asbestos and environmental costs up to \$25m, which represents MDC's best estimate of site remediation. Any costs in excess of \$25m will be borne by DAC if the Torrance redevelopment project is in a loss position that MDC must recognize.
6. MDRC will pay for reasonable 1996 moving costs that result in more costs than are included in the current 1996 Torrance budget in an amount not to exceed \$1.5m. Relocation costs for 1997 and later will be budgeted and borne by DAC/tenants.

# MDRC GREENSHEET

6-10-96

## SUBJECT: DISPOSITION OF TORRANCE FACILITIES/DAC TO MDRC

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U	Tom Motherway	<i>Tom Motherway</i>	6/11/96	
T	Steve Bisset	<i>Steve Bisset</i>	6/11/96	1) With This NOV 97 Schedule Associated relocation costs 7.5m + (Roin 2 for 1996
I	Mike Cave	<i>Mike Cave</i>	6/11/96	2) MDC/CR should sign off
N	John Van Gels			
G	Mike Sears	<i>Michael Sears</i>	96 06 11	
	Dan Summers			
	Steve Frank			
	Bob Brand			
	Jim Palmer			

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h:\reality\swv96.doc

BOE-C6-0102444